

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

TOWN NORTH BANK, N.A.,

Plaintiff,

V.

SHAY FINANCIAL SERVICES INC., UBS
FINANCIAL SERVICES, INC., MORGAN
STANLEY & CO. LLC, MERRILL LYNCH
& CO. INC., J.P. MORGAN SECURITIES
LLC, successor in interest to BEAR
STEARNS & CO., INC.,

Defendants.

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CIVIL ACTION NO. 3:11-CV-3125-L

**SHAY FINANCIAL SERVICES, INC.'S JOINDER IN AND INCORPORATION
BY REFERENCE OF THE BANK DEFENDANTS' REPLY MEMORANDUM IN
SUPPORT OF BANK DEFENDANTS' MOTION TO DISMISS**

In light of the factual and legal overlap and dual application of the arguments made by the Bank Defendants in reply in support of the dismissal of Plaintiff Town North Bank, N.A.'s ("Town North") claims for violation of section 10(b) of the Securities Exchange Act of 1934, violation of article 581-33(A)(2) of the Texas Securities Act, and common law fraud, Defendant Shay Financial Services, Inc. ("Shay Financial") hereby joins in and incorporates by reference those arguments to the extent that they apply to those claims as asserted by Town North against Shay Financial. Because the arguments set forth by the Bank Defendants apply equally to all Defendants, Shay Financial will not repeat those arguments in full.

Accordingly, Town North Bank's Complaint should be dismissed.

Respectfully submitted,

/s/ S. Cass Weiland

S. Cass Weiland

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**ATTORNEYS FOR DEFENDANT
SHAY FINANCIAL SERVICES, INC.**

CERTIFICATE OF SERVICE

I hereby certify that on August 6, 2012, a true and correct copy of the foregoing was filed via the Court's CM/ECF system which will send notification of such filings(s) to all counsel of record consenting to electronic service.

/s/ S. Cass Weiland

S. Cass Weiland